

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (MG)
(Jointly Administered)

**ORDER (A) AUTHORIZING THE GUC TRUST ADMINISTRATOR
TO REALLOCATE AND USE DISTRIBUTABLE CASH
FOR THE PURPOSE OF FUNDING NOTICE COSTS PURSUANT TO THE TERMS OF
THE SETTLEMENT AGREEMENT AND (B) AUTHORIZING THE GUC TRUST TO
PERFORM THE ACTIONS SET FORTH IN THE SETTLEMENT AGREEMENT
PURSUANT TO THE TERMS OF THE TRUST AGREEMENT**

Upon the motion, dated January 31, 2019 (the “**Motion**”)¹ of Wilmington Trust Company in its capacity as trust administrator and trustee (in such capacity, the “**GUC Trust Administrator**”) of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), as established under the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 [ECF No. 9836] (as confirmed, the “**Plan**”) of the above-captioned post-effective date debtors (the “**Debtors**”) seeking entry of an Order pursuant to sections 105, 363, and 1142 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 3002, 9014, and 9019 of the Federal Rules of Bankruptcy Procedure, and sections 5.5, 6.1(b), and 8.1(e) of the GUC Trust Agreement, (A) authorizing the GUC Trust’s reallocation and use of Distributable Cash, and (B) approving the Settlement Agreement and authorizing the GUC Trust to perform the actions set forth in the Settlement Agreement pursuant to the terms of the GUC Trust Agreement, all as more fully described in the Motion; and any objections to the Motion having been settled, resolved,

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

withdrawn or overruled; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors' creditors and estates; and it further appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor:

IT IS HEREBY:

ORDERED, that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED, that, pursuant to Section 6.1(b) of the GUC Trust Agreement, the GUC Trust Administrator is authorized to reallocate and use up to \$13,720,000 of Distributable Cash to satisfy noticing costs to the putative Classes and Pre-Closing Accident Plaintiffs; and it is further

ORDERED, that, pursuant to Section 8.1(e) of the GUC Trust Agreement, the GUC Trust Administrator is authorized to perform the actions set forth in the Settlement Agreement; and it is further

ORDERED, that nothing herein shall be deemed to prohibit the GUC Trust Administrator from seeking additional Court authority to reallocate and use Distributable Cash to fund fees, costs or expenses of the GUC Trust incurred or anticipated for the calendar year 2019 or any future year; and it is further

ORDERED, that this Court shall retain jurisdiction of all matters and disputes arising in connection with or related to the interpretation or implementation of this Order, any reallocation or use of Distributable Cash in connection herewith, or the GUC Trust Agreement.

Dated: _____, 2019
New York, New York

UNITED STATES BANKRUPTCY JUDGE